

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO

)	
In re)	PROMESA
)	Title III
THE FINANCIAL OVERSIGHT AND)	
MANAGEMENT BOARD FOR PUERTO RICO,)	No. 17 BK 3283-LTS
)	
As a representative of)	(Jointly Administered)
)	
THE COMMONWEALTH OF PUERTO RICO)	Re: Dkt. No. 23202
<i>et al.</i> ,)	
)	
Debtors. ¹)	

ORDER REGARDING CITIGROUP GLOBAL
MARKETS, INC. REQUEST FOR PREPA TRANSACTION FEE

This matter coming before the Court on the *Sixteenth Interim Application of Citigroup Global Markets Inc. for Allowance of PREPA Transaction Fee* (Docket Entry No. 23202) (the “Application”), pursuant to section 316 of the *Puerto Rico Oversight, Management and Economic Stability Act* (“PROMESA”), 48 U.S.C. §§ 2101-2241, and Rule 2016 of the Federal Rules of Bankruptcy Procedure, for the interim allowance of certain fees requested by Citigroup Global Markets, Inc. (“Citigroup”) in connection with the Transition and

¹ The Debtors in these Title III Cases, along with each Debtor’s respective Title III case number and the last four (4) digits of each Debtor’s federal tax identification number, as applicable, are the: (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation (“COFINA”) (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority (“HTA”) (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico (“ERS”) (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); and, (v) Puerto Rico Electric Power Authority (“PREPA”) (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four Digits of Federal Tax ID: 3747) Puerto Rico Public Buildings Authority (“PBA”) (Bankruptcy Case No. 19-BK-5523-LTS) (Last Four Digits of Federal Tax ID: 3801) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

Distribution System Operation and Maintenance Agreement transaction between PREPA and LUMA Energy (the “PREPA Transaction Fee”), filed in accordance with the *Third Amended Order Setting Procedures for Interim and Final Compensation and Reimbursement of Expenses of Professionals* (Docket Entry No. 20546) (the “Interim Compensation Order”), the *Sixteenth Amended Notice, Case Management and Administrative Procedures* (Docket Entry No. 20190-1) (the “Case Management Procedures”), and the *First Amended Order Pursuant to PROMESA Sections 316 and 317 and Bankruptcy Code Section 105(A) Appointing a Fee Examiner and Related Relief* (Docket Entry No. 3324) (the “Fee Examiner Order”), and the Court having reviewed the Application, issued a related order, and discussed the Application with the Fee Examiner’s counsel on the record at the June 8, 2023 omnibus hearing; now therefore IT IS HEREBY ORDERED THAT:

1. Citigroup shall, no later than June 30, 2023, file an amended Application requesting Court approval of the PREPA Transaction Fee, captioned, “*Amended Application of Citigroup Global Markets, Inc. for Allowance of PREPA Transaction Fee*” (the “Amended Application”); and

2. Citigroup shall, no later than June 30, 2023, file a declaration from a Citigroup principal in support of the Amended Application that:

- (a.) Attaches all engagement agreements between Citigroup and the Financial Oversight & Management Board for Puerto Rico (the “Oversight Board”) dated between January 27, 2017 and the date of this Order; and
- (b.) Describes the circumstances under which, and the process by which, Citigroup and the Oversight Board agreed on the PREPA Transaction Fee provisions as part of the Third Amended and Restated Engagement Letter dated October 7, 2020 and subsequent amendments; and
- (c.) Attaches any materials Citigroup provided to or received from the Oversight Board to substantiate the amount of the PREPA Transaction Fee and/or to establish the event(s) that would trigger payment of the PREPA Transaction Fee.

3. Upon timely receipt of the materials outlined in paragraph 2, above, the Fee Examiner shall review the reasonableness and necessity of the PREPA Transaction Fee pursuant to PROMESA §§ 316 and 317 and report his findings to the Court in connection with the August 30, 2023 omnibus hearing.

SO ORDERED.

Dated: June 22, 2023

/s/ Laura Taylor Swain
LAURA TAYLOR SWAIN
United States District Judge